

BOOKER T. WASHINGTON CENTER

1720 HOLLAND STREET
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"SERVING THE ERIE COMMUNITY SINCE 1923"

JOHN M. DREW
ACTING INTERIM DIRECTOR

October 28, 1998

Mr. James C. Sherrod
917 East 33rd Street
Erie, PA 16504

Dear Jim:

I am very pleased to inform you that the Board of Directors, by resolution duly adopted at a special meeting held yesterday, approved your employment as Executive Director of the Booker T. Washington Center to be effective November 9, 1998.

The terms of your employment are as follows:

Employment at will. You will serve at the will and discretion of the Board of Directors and the Board retains the right to terminate your employment with or without cause. However, you may expect that continued positive performance will afford you a long-term employment opportunity under ordinary circumstances.

Base compensation. Your base compensation during the first year of employment will be \$38,500.00. Any increases of this compensation thereafter will depend on you receiving positive performance evaluations and other factors such as the financial condition of the Center and receipt of adequate revenues. A semi-annual performance assessment will be made by the Board and the results of the assessment given to you.

Social Security and Workers' Compensation. Each employee is covered by old age and survivor's insurance and by the Pennsylvania Workers' Compensation Act.

Group Insurance. Currently, the Center provides group insurance coverage under a comprehensive insurance program for all full-time employees. Such coverage includes life insurance, hospital-surgical benefits, major medical insurance, sickness and weekly disability benefits, paid prescriptions, dental and vision. For specific details and information respecting this group insurance program, please contact the Controller, Cheryl Wodecki. Currently, the employer provides 100 percent contribution to the above, the cost of which equals 33 percent of the base compensation. The Center reserves the right to modify this coverage from time to time. All permanent full-time employees and their dependents are eligible for coverage, yours to be effective November 1, 1998.

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Retirement Annuity. An employee is eligible for this coverage after one year of employment. The employer contribution is currently 8 percent of the base compensation. For additional details, please contact the Controller.

Hours of Employment. Your normal hours of employment will be Monday through Friday, 8 hours per day, although as Executive Director you will be expected to work evenings and possibly on weekends without additional compensation, if necessary, in order to properly carry out your duties as Executive Director of the Center effectively. The exact hours may vary from time to time and will be established by either the Personnel Committee or the Board of Directors.

Vacation Leave. Paid vacation allowance shall be earned annually based on the following schedule unless otherwise stated:

<u>Years of Service</u>	<u>Vacation Leave</u>
1-5 years	2 weeks
6-10 years	3 weeks
10-14 years	4 weeks
15+ years	5 weeks

Sick Leave. Currently, each permanent full-time employee or probationary employee shall be entitled to sick leave with full pay computed and accrued at the rate of 1.25 working days for each calendar month of service.

Holidays. The Center observes all legal holidays recognized by the prevailing practice of local and federal offices and others as listed below:

New Year's Day
Dr. Martin L. King's Birthday
President's Day (Lincoln and Washington)
Good Friday (or comparable religious observance of another faith)
Memorial Day
Independence Day
Labor Day
General Election Day
Thanksgiving Day
Day after Thanksgiving
Christmas Eve
Christmas Day

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Mileage Allowance. Mileage allowance will be provided for use of personal vehicle and out of town travel at the rates and in the manner established by Personnel Policy Manual and any subsequent revisions thereto.

Digital Pager. The Center will provide at its cost a digital pager for your official use.
NOTE: The present phone system permits all calls to employees to be private.

Career Development Funds. The Center will fund the cost of career development activities such as conferences, seminars or other activities designed to develop your skills and abilities to better serve the Center. Such activities must receive prior approval from the Board of Directors.

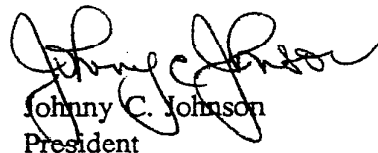
Oversight of the Board. The Board of Directors will provide oversight and direction to your activities with the understanding that you will be given reasonable freedom to advocate programs, establish goals and priorities, restructure staff and its organization with the approval of the Board.

After due consideration, the Search Committee and the Board of Directors are of the opinion that you can provide effective executive leadership for the Center and make a significant contribution to its mission and goals. The Board will presume that the foregoing terms are satisfactory to you unless advised by you in writing to the contrary prior to the date of the commencement of your employment.

If you have any questions other than those that can be answered by the Controller as suggested above, please do not hesitate to contact me or Bill Sesler, who is our Vice President and general counsel. John M. Drew will continue to serve as Interim Executive Director to assist you in the transition for a period of one week ending Friday, November 6, 1998.

Yours very truly,

BOOKER T. WASHINGTON CENTER


Johnny C. Johnson
President

JCJ:cbm

c: William G. Sesler, Vice President
John M. Drew, Interim Executive Director
Cheryl A. Wodecki, Controller